



CORPORATION SERVICE COMPANY

RECORDATION NO. 26507 FILED

AUG 15 '06

3-33 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: August 14, 2006

Order#: 309456/005

Re: CEFX11234-CEFX12379 PILGRIM'S PRIDE CORPORATION

Please process the enclosed documents for the service indicated below.

STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/28/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:
Primary STB Filing

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13 day of March, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PILGRIM'S PRIDE CORPORATION, a Delaware corporation, with an address at P.O. Box 1268, Mount Pleasant, TX 75455 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 13, 2006, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PILGRIM'S PRIDE CORPORATION

By: Richard A. Cogdill
Name: Richard A. Cogdill
Title: Exec. VP, CFO, Sec. & Treas.

Schedule A

Number of Cars

Equipment Description

15 5,250 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	11234
2	CEFX	12123
3	CEFX	12124
4	CEFX	12131
5	CEFX	12158
6	CEFX	12262
7	CEFX	12287
8	CEFX	12328
9	CEFX	12347
10	CEFX	12361
11	CEFX	12366
12	CEFX	12372
13	CEFX	12375
14	CEFX	12377
15	CEFX	12379